

Morgan Lewis

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October 28, 2025

CONFIDENTIAL TREATMENT REQUESTED

Via E-Filing and Overnight Courier

Matthew Homsher, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Re: S-2025-_____
Abbreviated Securities Certificate of FirstLight Networks, LLC

Dear Secretary Homsher:

FirstLight Networks, LLC ("FirstLight Networks"), pursuant to Section 1901 of the Pennsylvania Public Utility Code, 66 Pa. C.S. § 1901, and Section 3.602 of the regulations of the Pennsylvania Public Utility Commission ("Commission"), 52 Pa. Code § 3.602, files this Abbreviated Securities Certificate and requests that the Commission issue a Notice of Registration authorizing FirstLight Networks to participate in certain Financing Arrangements (as defined below) in connection with a *pro forma* assignment of certain assets from FirstLight Fiber, Inc. ("FLF") to its indirect subsidiary FirstLight Networks (the "*Pro Forma* Asset Transfer").¹

FirstLight Networks respectfully submits that it qualifies for abbreviated treatment under Section 3.602(a)(3)(ii) of the Commission's regulations, 52 Pa. Code § 3.602(a)(3). Specifically, FirstLight Networks states that its total gross operating revenue received from intrastate telecommunications services rendered in Pennsylvania constituted less than ten percent (10%) of its total gross operating revenue for fiscal year 2024. FirstLight Networks respectfully requests that the Commission promptly register this Abbreviated Securities Certificate and issue a Notice of Registration pursuant to the abbreviated procedure.

Please note that certain information on page 3 of this Abbreviated Securities Certificate (the "Confidential Information") has been redacted from the public electronic filing. An unredacted paper copy is being sent to the Commission via overnight courier. FirstLight Networks considers the Confidential Information to be confidential as it contains sensitive information regarding FirstLight Networks' business operations which is not normally subject to inspection by the public and which, if disclosed, would result in substantial harm to FirstLight Networks' competitive position. Therefore, FirstLight Networks respectfully requests that access to the Confidential

¹ FLF is not participating in the Financing Arrangements described herein.

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Information be limited to the Commissioners and Commission Staff who are involved in the consideration of this Abbreviated Securities Certificate and that the unredacted, confidential version of this Abbreviated Securities Certificate not be posted to any public website or maintained in any public file or public filing room.

In support of this filing, FirstLight Networks provides the following information:

Background

This Abbreviated Securities Certificate is being filed in connection with the *Pro Forma* Asset Transfer, through which FLF will assign certain of its assets to FirstLight Networks.² The *Pro Forma* Asset Transfer is part of FLF's plan to execute an internal restructuring which will organize its network and operations being assigned. The plan also involves participation by FirstLight Networks in its parent company's debt financing, as described below, to support that network and operations and for other general corporate purposes. FLF may continue to provide telecommunications services to other existing and new customers that are not a part of this internal restructuring plan. FLF will implement this plan by assigning to FirstLight Networks certain assets in Pennsylvania, including communications optical fiber, certain customer contracts, rights in third party fibers, and associated telecommunications equipment used to provision services or facilities to the affected customers. A depiction of the *Pro Forma* Asset Transfer is included as **Exhibit A**.

In connection with the *Pro Forma* Asset Transfer, FirstLight Networks will participate in certain Financing Arrangements. Therefore, this Abbreviated Securities Certificate seeks authority for FirstLight Networks to participate in the Financing Arrangements up to the Aggregate Amount (as defined below).

Description of FirstLight Networks, LLC

FirstLight Networks is a Delaware limited liability company with a principal office located at 12 Metro Park Road, Albany, NY 12205. FirstLight Networks is a wholly owned indirect subsidiary of FLF, a Delaware corporation. FirstLight Networks and FLF are each wholly owned subsidiaries of FirstLight Holdco, Inc. (together with its subsidiaries, including FirstLight Networks, "FirstLight"), a Delaware corporation. For the Commission's reference, diagrams depicting the corporate ownership structure of FirstLight is provided as **Exhibit A**.

FirstLight offers advanced telecommunications products featuring a comprehensive portfolio of high bandwidth connectivity solutions including Ethernet, wavelengths and dark fiber, as well as dedicated Internet access solutions, data center services, managed services, cloud, unified communications, and voice services. FirstLight's customers include national cellular providers, wireline carriers, and enterprises spanning high tech manufacturing and research companies, healthcare providers, financial institutions, law firms, secondary schools, colleges and universities, and local and state governments. FirstLight currently operates approximately 25,000 miles of fiber

² FLF and FirstLight Networks are submitting a separate application requesting approval of the *Pro Forma* Asset Transfer.

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connecting approximately 15,000 locations throughout the Northeast region. It also operates 14 colocation facilities and data centers.

FLF is authorized to provide intrastate telecommunications services in the following U.S. states: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont. In Pennsylvania, FLF is authorized as a competitive local exchange carrier, facilities-based and resold interexchange carrier, and competitive access provider. See Docket Nos. A-2018-2641973, A-2018-3004320, A-2018-2641954, A-2018-2641935, and A-2018-2641937.³ On October 17, 2025, FirstLight Networks filed an application for authorization as a competitive local exchange carrier, facilities-based and resold interexchange carrier, and competitive access provider in Pennsylvania, which remains pending in Docket Nos. A-2025-3058053, A-2025-3058050, A-2025-3058048 and A-2025-3058052. FLF is also authorized by the Federal Communications Commission ("FCC") to provide domestic (interstate) and international telecommunications services, and FirstLight Networks expects to become authorized by the FCC to provide domestic (interstate) and international telecommunications services.

Designated Contacts

Questions, correspondence, or other communications concerning this Abbreviated Securities Certificate should be directed to:

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2222 Market Street
Philadelphia, PA 19103-3007
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with a copy to:

Catherine Wang
Patricia Cave
MORGAN, LEWIS & BOCKIUS LLP
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Washington, D.C. 20004
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catherine.wang@morganlewis.com
patricia.cave@morganlewis.com

and:

Jill Sandford
Chief Legal Officer
FirstLight Fiber, Inc.
12 Metro Park Road
Albany, NY 12205
Tel: 518-694-8736
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³ The authorizations were originally granted in the name of TVC Albany, Inc. Subsequently, in Docket No. R-2019-3010041 on May 14, 2019, the Commission reissued the authorizations to reflect the name change to FirstLight Fiber, Inc.

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Abbreviated Securities Certificate

Approval is sought for FirstLight Networks to participate in existing, new, amended, and amended and restated financing arrangements ("Financing Arrangements") up to an aggregate amount of **[BEGIN CONFIDENTIAL]** [REDACTED] **[END CONFIDENTIAL]**. To maintain adequate flexibility to respond to market conditions and requirements and to respond to future expansion, financing and other business opportunities, authority is sought for FirstLight Networks to participate in Financing Arrangements (including future refinancings thereof) that are generally consistent with the terms outlined below, which would permit, to the extent market conditions may warrant, modifications to the specific structure of the financing in a manner most favorable to FirstLight Networks or the borrower:

Amount: **[BEGIN CONFIDENTIAL]** [REDACTED] **[END CONFIDENTIAL]** (the "Aggregate Amount").

Borrower: It is currently expected that FirstLight Issuer, LLC, the direct parent of FirstLight Networks, will be the borrower (or issuer, depending on the nature of the relevant debt instruments as described below) under the Financing Arrangements.

Debt Instruments: The Financing Arrangements may include one or more of the following debt instruments: notes or debentures (including notes convertible into equity, private notes that may be exchanged for public notes, variable funding notes, liquidity funding notes); conventional credit facilities, such as revolving credit facilities and term loans; letters of credit; and bridge loans; or a combination thereof.

Security: Some or all of the Financing Arrangements may be secured facilities, which may include a grant of a security interest in the assets of FirstLight Issuer, LLC and its current and future subsidiaries, including FirstLight Networks. A portion of the Financing Arrangements may be unsecured facilities. For the secured facilities, the equity of FirstLight Issuer, LLC and its current and future subsidiaries, including FirstLight Networks, may be pledged as additional security. Additionally, FirstLight Guarantor, LLC, the direct parent of FirstLight Issuer, LLC, and its current and future subsidiaries, including FirstLight Networks, may provide a guaranty as security in support of the Financing Arrangements.

Purpose: The Financing Arrangements may be used for (i) acquisitions, (ii) refinancing then-existing debt, (iii) dividends, (iv) funding capital to support growth capital needs, including those of FirstLight Networks, and (v) providing working capital to fund general corporate purposes.

Other Provisions: The rates, terms and conditions, maturity dates, and dates of borrowings or issuances will be determined by market conditions and lenders' and/or investors' requirements at the time of each borrowing or issuance.

Commission authorization is sought for FirstLight Networks to participate in the Financing Arrangements as a guarantor and by pledging its assets as security for the Financing Arrangements in the Aggregate Amount with terms materially consistent with those outlined above.

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The Financing Arrangements will serve the public interest in promoting competition among telecommunications carriers by providing FirstLight Networks with access to financial resources that will allow it to be an effective competitor. The Financing Arrangements are necessary and appropriate, are consistent with the performance by FirstLight Networks of its services to the public, will not impair its ability to perform such services, and will promote its corporate purposes. The Financing Arrangements will have no adverse impact on the customers of FirstLight Networks and will not disrupt service or cause customer confusion or inconvenience.

Conclusion

WHEREFORE, FirstLight Networks respectfully requests that the Commission promptly register this Abbreviated Securities Certificate and issue a Notice of Registration, pursuant to Section 1901 of the Pennsylvania Public Utility Code, 66 Pa. C.S. § 1901, and Section 3.602(c) of the Commission's regulations, 52 Pa. Code § 3.602(c), authorizing FirstLight Networks to participate in the Financing Arrangements up to the Aggregate Amount substantially consistent with the parameters outlined above.

As required by the Commission's rules, a filing fee in the amount of \$25.00 is being paid by credit card through the Commission's e-filing system.

We would appreciate acknowledgement of receipt and acceptance of this filing. Should you have any questions concerning this Abbreviated Securities Certificate, please contact my colleague Patricia Cave at patricia.cave@morganlewis.com.

Respectfully submitted,

/s/ Catherine G. Vasudevan

Catherine G. Vasudevan

PA I.D. No. 210254

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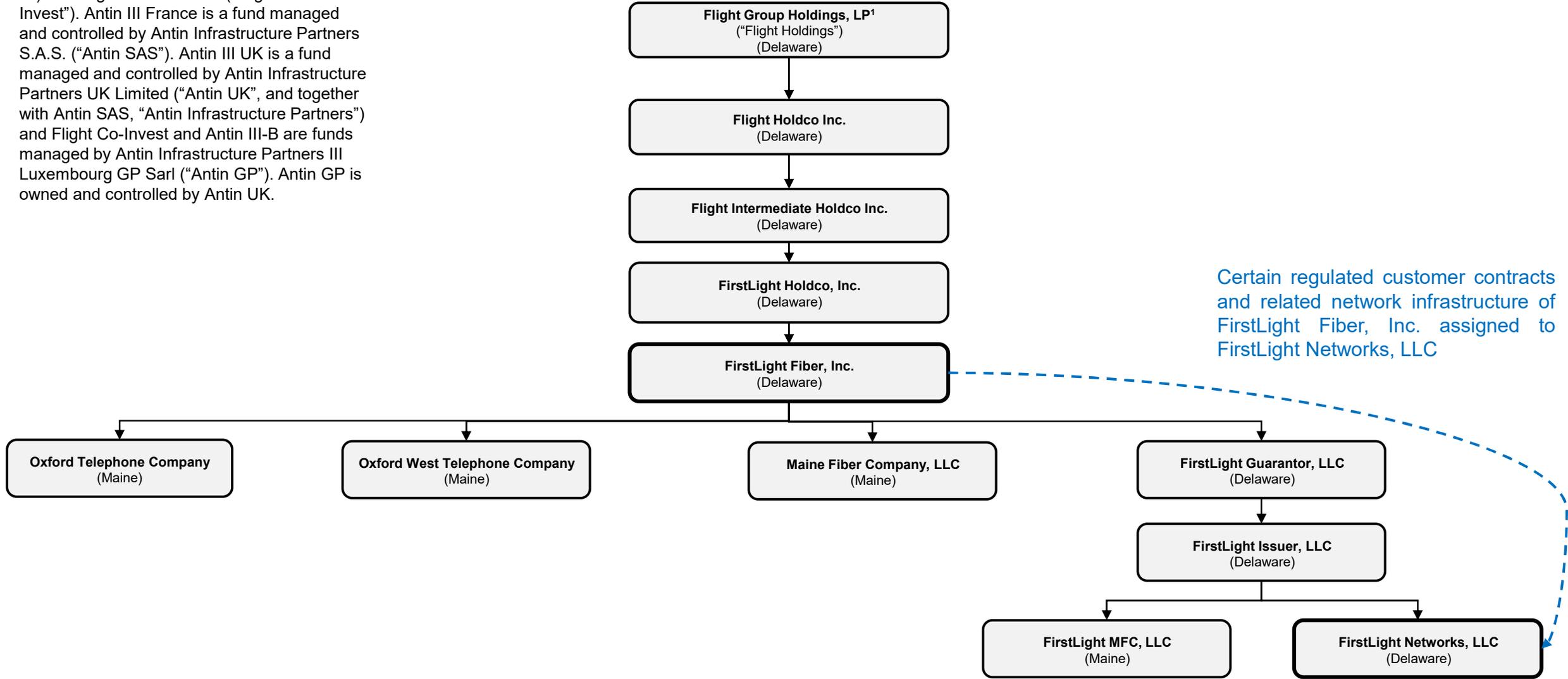
Counsel for FirstLight Networks, LLC

EXHIBIT A

Corporate Ownership Structure and Depiction of the *Pro Forma* Asset Transfer

Current Ownership and Depiction of the *Pro Forma* Asset Transfer

¹ Flight Holdings is owned by the private equity funds: Antin Infrastructure Partners III FPCI (“Antin III France”), Antin Infrastructure Partners III LP (“Antin III UK”), Antin Infrastructure Partners III-B SCSp (“Antin III-B”) and Flight Co-Invest LP (“Flight Co-Invest”). Antin III France is a fund managed and controlled by Antin Infrastructure Partners S.A.S. (“Antin SAS”). Antin III UK is a fund managed and controlled by Antin Infrastructure Partners UK Limited (“Antin UK”, and together with Antin SAS, “Antin Infrastructure Partners”) and Flight Co-Invest and Antin III-B are funds managed by Antin Infrastructure Partners III Luxembourg GP Sarl (“Antin GP”). Antin GP is owned and controlled by Antin UK.



All ownership percentages are 100%.

VERIFICATION

I, Jill Sandford, hereby declare that I am Chief Legal Officer of FirstLight Networks, LLC (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief; and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to un-sworn falsification to authorities).

Dated: October 20, 2025



Jill Sandford
Chief Legal Officer
FirstLight Networks, LLC

CERTIFICATE OF SERVICE

I, Micah A. Leval, hereby certify that on this 28th day of October 2025, a copy of the foregoing Abbreviated Securities Certificate was served via first class, prepaid postage mail delivery upon the following:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Commerce Building, Suite 1102
555 Walnut Street, 1st Floor – Forum Place
Harrisburg, PA 17101

Office of Attorney General
Bureau of Consumer Protection
15th Floor, Strawberry Square
Harrisburg, PA 17120

Pennsylvania Public Utility Commission
Bureau of Investigations and Enforcement
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17120

/s/ Micah A. Leval

Micah A. Leval